

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On June 13, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, (iii) upon the parties listed on Exhibit C hereto via facsimile, and (iv) upon the parties listed on Exhibit D hereto via postage pre-paid U.S. mail:

- 1) Pretrial and Scheduling Order Relating to Debtors' Motion for Order Under 11 U.S.C. Section 365 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Certain Executory contracts with General Motors Corporation (Docket No. 4169) [a copy of which is attached hereto as Exhibit E]
- 2) Fourth Amended Scheduling Order on Debtors' Motion for Order Under 11 U.S.C. Section 1113(c) Authorizing Rejection of Collective Bargaining Agreements and Under 11 U.S.C. Section 1114(g) Authorizing Modification of Retiree Welfare Benefits (Docket No. 4170) [a copy of which is attached hereto as Exhibit F]

On June 13, 2006, I caused to be served the document listed below upon the parties listed on Exhibit G hereto via overnight delivery:

- 3) Fourth Amended Scheduling Order on Debtors' Motion for Order Under 11 U.S.C. Section 1113(c) Authorizing Rejection of Collective Bargaining Agreements and Under 11 U.S.C. Section 1114(g) Authorizing Modification of Retiree Welfare Benefits (Docket No. 4170) [a copy of which is attached hereto as Exhibit F]

On June 13, 2006, I caused to be served the document listed below upon the parties listed on Exhibit H hereto via overnight delivery:

- 4) Debtors' Objection to Motion of Automotive Technologies International, Inc. for Relief from Automatic Stay to Proceed with Appeal of Patent Litigation (Docket No. 4171) [a copy of which is attached hereto as Exhibit I]

Dated: June 20, 2006

/s/ Evan Gershbein
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 20th day of June, 2006, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature : /s/ Amy Lee Huh

Commission Expires: 3/15/09

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
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EXHIBIT B

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King & Spalding, LLP	Alexandra B. Feldman	1185 Avenue of the Americas		New York	NY	10036		212-556-2100	212-556-2222	afeldman@kslaw.com	Counsel for Martinrea International, Inc.
Kirkland & Ellis LLP	Geoffrey A. Richards	200 East Randolph Drive		Chicago	IL	60601		312-861-2000	312-861-2200	grichards@kirkland.com	Counsel for Lunt Manufacturing Company
North Point	Michelle M. Harner	901 Lakeside Avenue		Cleveland	OH	44114		216-586-3939	216-579-0212	mmharner@jonesday.com	Counsel for WL. Ross & Co., LLC
Terra Law LLP	David B. Draper	60 S. Market Street	Suite 200	San Jose	CA	95113		408-299-1200	408-998-4895	ddraper@terra-law.com	Counsel for Maxim Integrated Products, Inc.

EXHIBIT D

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Jason, Inc.	Beth Klimczak, General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202					General Counsel for Jason Incorporated
Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734		989-385-3230	989-754-7690	They have no email address, have to be notified by mail	Corporate Secretary for Professional Technologies Services

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

PRETRIAL AND SCHEDULING ORDER RELATING TO DEBTORS'
MOTION FOR ORDER UNDER 11 U.S.C. § 365 AND FED. R. BANKR. P. 6006
AUTHORIZING REJECTION OF CERTAIN EXECUTORY
CONTRACTS WITH GENERAL MOTORS CORPORATION

Upon the motion, dated March 31, 2006, of the debtors in the above-captioned cases (the "Debtors") for an order under section 365(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), authorizing the rejection of certain executory contracts with General Motors Corporation ("GM") (Docket No. 3033) (the "Motion"); and the Debtors having originally noticed the Motion for hearing on the omnibus hearing date of May 12, 2006; and the Court having agreed to a first adjournment of the hearing on the Motion to June 2, 2006; and to a second adjournment of the hearing on the Motion to June 19, 2006; and upon the objections to the Motion filed by GM (Docket Nos. 3210 and 4019), Appaloosa Management LLP (Docket No. 3243), SPS Technologies, LLC (Docket No. 3567), and the Official Committee of Equity Security Holders (Docket Nos. 3926 and 4128); and the parties having conducted discovery in respect of the Motion pursuant to "meet and confer" agreements reached between GM and the Debtors in accordance with the Case Management Order (Docket No. 245); and the parties having resolved their discovery disputes to date without

further order of this Court and further discovery being taken; and the Court having concurrently received, considered and granted a request to recess the contested hearing currently before the Court on the Debtors' motion under sections 1113 and 1114 of the Bankruptcy Code (the "Sections 1113/1114 Motion"); and counsel to the Debtors and GM having advised the Court that the parties believe that the prospects for a consensual resolution of the Sections 1113/1114 Motion and the Motion would be facilitated by an adjournment of the scheduled commencement of the contested hearing on the Motion from June 19, 2006 to a date following the completion and/or resolution of the contested hearing on the Sections 1113/1114 Motion; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The hearing on the Motion is adjourned to August 15, 2006, provided that the hearings on the Sections 1113/1114 Motion are completed or resolved prior to that time. Otherwise, a status conference will be held with the Court on August 15, 2006 to schedule dates for the hearing on the Motion. Once commenced, the hearings on the Motion will continue thereafter on a day to day basis until completed except to the extent the Court designates days for other docket matters before the Court not related to the Debtors.

2. Any further supplemental objections to the Motion by parties other than GM shall be filed by 12:00 noon EDT on Monday, June 12, 2006, except that the deadline for the filing of a supplemental objection by Appaloosa Management L.P., Wexford Capital LLC, Lampe Conway & Co., L.L.C., Harbinger Capital Partners LLC, and Marathon Asset Management LLC (collectively, the "Appaloosa Group") shall be extended until June 26, 2006 or such later date as the Debtors and the Appaloosa Group mutually agree, provided that the

discovery deadline of June 16, 2006 set forth in paragraph 4 below shall be applicable to all parties, including the Appaloosa Group.

3. All response(s), including all initial or supplemental declarations in connection therewith, by any party, including the Debtors, to any initial or supplemental objections shall be filed by 12:00 noon EDT on Thursday, June 15, 2006, with the exception that responses to any supplemental objection by the Appaloosa Group shall be filed not later than five days after the deadline for the filing of such supplemental objection.

4. All discovery related to the Motion shall be completed on or before Friday, June 16, 2006, with the sole exception that the parties may later depose individuals (if any) who submit initial or supplemental declarations after June 9, 2006, such later depositions to be scheduled by agreement of the parties.

5. Unless the Motion is resolved by settlement, the parties shall conduct a “meet and confer” conference during the week of July 31, 2006 to establish mutually acceptable dates for the exchange of proposed exhibits and the preparation and submission of a joint exhibit binder by the Debtors and to address all other pretrial scheduling matters.

6. This Order may be amended, subject to approval of the Court, upon the agreement of the parties or upon motion for good cause shown.

Dated: New York, New York
June 13, 2006

/s/ ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT F

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X
	:
In re	: Chapter 11
	:
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05 – 44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
-----	X

FOURTH AMENDED SCHEDULING ORDER ON DEBTORS' MOTION FOR
ORDER UNDER 11 U.S.C. § 1113(c) AUTHORIZING REJECTION OF
COLLECTIVE BARGAINING AGREEMENTS AND UNDER 11 U.S.C. § 1114(g)
AUTHORIZING MODIFICATION OF RETIREE WELFARE BENEFITS

("FOURTH AMENDED SECTION 1113 AND 1114 SCHEDULING ORDER")

Upon the Motion, dated October 8, 2005 (the "Motion"), of Delphi Corporation and certain of its domestic subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. §§ 1113 and 1114 of the Bankruptcy Code¹ and Fed. R. Bankr. P. 2002(m) and 9006 establishing notice procedures, briefing schedule, and hearing date regarding the Debtors' Motion To (a) Reject Collective Bargaining Agreements Under Section 1113(c) And (b) Eliminate Retiree Medical And Life Insurance Benefits For Union-Represented Retirees Under Section 1114(g) (the "1113/1114 Motion"); and this Court having entered an order granting the relief on the Motion on October 13, 2005 (the "Order") (Docket No. 232), an amended order on February 9, 2006 (Docket No. 2225), a second amended order on February 17, 2006 (Docket No. 2425), and a third amended

¹ As used herein, the term "Bankruptcy Code" means chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended.

order on March 28, 2006 (Docket No. 2996) (the "Third Amended Order"); and the Court having received and reviewed the Objection Of International Union, United Automobile, Aerospace And Agricultural Implement Workers of America (UAW) To Debtors' Motion For Order Under 11 U.S.C. § 1113(c) Authorizing Rejection Of Collective Bargaining Agreements And Under 11 U.S.C. § 1114(g) Authorizing Modification Of Retiree Health Benefits, and supporting memorandum of law (Docket Nos. 3342 and 3346), Objection And Memorandum Of Law In Support Of Objection Of IUE-CWA To Motion For Order Under §§ 1113 and 1114 Authorizing The Debtors To Reject The IUE-CWA's Collective Bargaining Agreement And Terminate Post Retirement Benefits (Docket No. 3332), Objections Of USW To Debtors' Motion For Order Under 11 U.S.C. § 1113(c) Authorizing Rejection Of Collective Bargaining Agreements And Under 11 U.S.C. § 1114(g) Authorizing Modification Of Retiree Welfare Benefits (Docket No. 3322), IBEW Local 663 And IAMAW District 10's Objection To Debtors' Motion To Reject Their Collective Bargaining Agreements Pursuant To 11 U.S.C. § 1113(c) And To Modify Their Retiree Benefits Pursuant To 11 U.S.C. Section 1114(g) (Docket No. 3330), Opposition Of International Union Of Operating Engineers Locals 18, 832, And 101 To Debtors' Motion For Authority To Reject Collective Bargaining Agreements And To Modify Retiree Benefits And Memorandum Of Law In Support Of Opposition (Docket No. 3314), Supplemental Objection Of Appaloosa Management L.P. And Wexford Capital LLC To The Debtors' Motion For Order Under 11 U.S.C. § 1113(c) Authorizing Rejection Of Collective Bargaining Agreements And Under 11 U.S.C. § 1114(g) Authorizing Modification Of Retiree Welfare Benefits (Docket No. 3356), Limited Objection Of Wilmington Trust Company, As Indenture Trustee, To Motion For Order Under 11 U.S.C. § 1113(c) Authorizing Rejection Of Collective Bargaining Agreements

And Under 11 U.S.C. § 1114(g) Authorizing Modification Of Retiree Welfare Benefits (Docket No. 3353), Preliminary Response Of General Motors Corporation To Debtors' Motion For Order Under 11 U.S.C. § 1113(c) Authorizing Rejection Of Collective Bargaining Agreements And Under 11 U.S.C. § 1114(g) Authorizing Modification Of Retiree Welfare Benefits (Docket No. 3317), Response of the Official Committee of Unsecured Creditors in Support of the Debtors' Motion for Order Under 11 U.S.C. Section 1113(c) Authorizing Rejection of Collective Bargaining Agreements and Under 11 U.S.C. Section 1114(g) Authorizing Modification of Retiree Welfare Benefits (Docket No. 3561), and Supplemental Response of General Motors Corporation to Debtors' Motion for Order Under 11 U.S.C. § 1113(c) Authorizing Rejection of Collective Bargaining Agreements and Under 11 U.S.C. § 1114(g) Authorizing Modification of Retiree Welfare Benefits (Docket No. 3628) (collectively, the "Respondents"); and the Court having commenced the contested hearing on the 1113/1114 Motion on May 9, 2006; and the Debtors having advised the Court, through counsel, that: (i) the Debtors, the UAW, and General Motors Corporation ("GM") have agreed, subject to approval by this Court, to supplement the UAW Special Attrition Program Agreement previously authorized by this Court's Order Under 11 U.S.C. § 363(b) And Fed. R. Bankr. P 5004 Authorizing Debtors To Enter Into The UAW Special Attrition Program Agreement, dated May 5, 2006 (Docket No. 3648) as amended by the Amended Order Under 11 U.S.C. § 363(b) And Fed. R. Bankr. P 5004 Authorizing Debtors To Enter Into The UAW Special Attrition Program Agreement, dated May 12, 2006 (Docket No. 3754) with additional special attrition program opportunities such that employees with at least 26 years of credited service may voluntarily participate in a pre-retirement program and implementing a voluntary cash buyout program for UAW-represented employees in exchange

for, among other things, the employees' releasing claims against and severing all ties with the Debtors and GM except vested pension benefits, (ii) the Debtors and GM have agreed, subject to agreement of the IUE-CWA and USW and the approval by the Court, to offer expanded voluntary special attrition opportunities to each of the IUE-CWA and USW similar to the expanded program agreed to with the UAW, (iii) Mr. Henry Reichard, Automotive Conference Board Chairman for the IUE-CWA and a witness in the 1113/1114 Motion contested hearing, passed away suddenly on the evening of June 5, 2006 and, that in addition to the cancellation of collective bargaining sessions scheduled for the week of June 5, 2006, the Debtors requested that the Court adjourn, and the Court previously adjourned, court hearings scheduled for the week of June 5, 2006 in respect of Mr. Reichard's passing, (iv) framework discussions with the IUE-CWA and USW regarding the voluntary special attrition program being offered by the Debtors for each of such unions with the support of GM are expected to recommence in due course, and (v) the Debtors and all Respondents conducted a "meet and confer" meeting on June 8, 2006 at which the parties agreed to submission of the form of this Order to the Court for the Court's evaluation and consideration; and this Court having determined in the light of the parties' agreement on the submission of the form of this Order that a recess of the contested hearing on the 1113/1114 Motion until August 11, 2006 and the establishment of certain other deadlines and further hearing dates in the manner set forth herein is appropriate and in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and the Debtors and the Respondents (to the extent required by statute) having consented to the extension to August 31, 2006 of the deadlines for a ruling on the 1113/1114 Motion provided under 11 U.S.C. § 1113(d)(2) and 11 U.S.C. § 1114(k)(2); and after due deliberation thereon; and good and

sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

The Third Amended Order shall continue in full force and effect except as follows:

1. Inasmuch as the Debtors have completed their direct case in support of the 1113/1114 Motion (with the Debtors' rebuttal case reserved until the completion of the evidence presented by the objectors to the 1113/1114 Motion), in light of the progress reported to the Court in connection with the continuing out-of-court discussions among the Debtors and the Union Respondents, and in order for the Debtors and the Union Respondents to concentrate their resources and activities on the collective bargaining of a consensual resolution of the 1113/1114 Motion, the hearing on the 1113/1114 Motion shall be adjourned until 10:00 a.m. (Prevailing Eastern Time) on August 11, 2006, and, unless otherwise resolved consensually by the Debtors and the objectors, shall recommence at that time and continue thereafter on a day-to-day basis from Monday through Friday of each calendar week until completed (except to the extent that the Court, on its own motion, shall determine to schedule one day each calendar week for the Court's consideration of non-Delphi matters requiring the Court's consideration, or unless otherwise ordered by the Court). In accordance with the prior order of testimony agreed among the parties, at the recommencement of the contested hearing on August 11, 2006, the first two witnesses to be called for direct examination shall be two of the UAW's experts, Mr. Milstein and Ms. Helper (in that order), provided that should the UAW find it necessary to change the sequence of witnesses, it may do so by providing notice of the revised sequence at the meet and confer provided for in paragraph 5 below.

2. The time within which a ruling on the 1113/1114 Motion shall be issued pursuant to 11 U.S.C. § 1113(d)(2) and 11 U.S.C. § 1114(k)(2) shall be extended, with the consent of the Debtors and the Respondents (to the extent required by statute), to August 31, 2006. The parties reserve their right to agree to additional extensions beyond August 31, 2006.

3. This Court will conduct in-person, in-camera status conferences pursuant to 11 U.S.C. § 105(d)(1) with the Debtors and the Respondents at 9:00 a.m. (Prevailing Eastern Time) on Thursday, June 29, 2006, Wednesday, July 19, 2006, and Wednesday, August 9, 2006 in order for the Court to be apprised by the parties of the status of negotiations regarding the consensual resolution of the 1113/1114 Motion, provided that counsel to the IAM and IBEW shall be permitted to participate telephonically in such conferences.

4. Supplemental declarations by the Respondents either in support of or opposition to the 1113/1114 Motion relating to facts or events arising subsequent to May 8, 2006 (the deadline for supplemental declarations established at the parties' May 4, 2006 meet and confer conference) through July 31, 2006 shall be filed and served upon counsel for the Debtors, the Respondents, and Official Committee of Equity Security Holders (collectively, the "Parties"), no later than August 1, 2006, provided that the foregoing shall not prejudice the ability of the Debtors to submit supplemental or rebuttal declarations in making their rebuttal case. Any additional exhibits shall be identified and provided to counsel for the Debtors no later than August 1, 2006.

5. The Parties shall hold a meet and confer conference at 9:30 a.m. (Prevailing Eastern Time) on August 4, 2006 at the offices of Debtors' counsel in New York City to: (a) discuss and, if possible, resolve, any outstanding objections to the exhibits to the

1113/1114 Motion, (b) determine the timing and procedure for preparing and serving supplemental declarations or otherwise covering facts or events arising after July 31, 2006, as well as the identification and introduction of further supplemental exhibits not previously identified or introduced, and (c) discuss any other matters raised by the Parties with respect to the further conduct of the contested hearing.

6. On or before August 8, 2006, the Debtors shall submit a meet and confer report to Chambers (with a copy to the Parties) with respect to the matters discussed at the August 4, 2006 meet and confer conference.

7. Any motion pursuant to Federal Rule of Civil Procedure 52(c) raised by the IAM, IBEW, and IUOE shall be made in writing and shall be served upon the Court and the Parties no later than 10:00 a.m. (Prevailing Eastern Time) on August 11, 2006. The Debtors shall have until August 16, 2006 to serve a response to any such motion. Oral argument on such motion(s) shall be set by the Court as and when the Court deems appropriate.

8. With the Debtors' consent and out of respect for Mr. Reichard's passing, the following joint trial exhibits (to the extent that such exhibits constitute Mr. Reichard's sworn testimony) shall be admitted into evidence without objection: (a) Declaration Of Henry Reichard In Opposition To Delphi's Motion For Authority To Reject Collective Bargaining Agreements Under 11 U.S.C. § 1113(c) And Modify Retiree Welfare Benefits Under 11 U.S.C. § 1114(g) (Joint Trial Exhibit No. 27), (b) Supplemental Declaration By Henry Reichard In Support Of Objection Of IUE-CWA To Delphi's Section 1113/1114 Motion (Joint Trial Exhibit No. 299), and (c) the deposition testimony of Henry Reichard taken on April 28, 2006 (Joint Trial Exhibit No. 328).

9. Without relieving the Debtors of any applicable statutory obligation under 11 U.S.C. §§ 1113 and 1114 to provide any relevant information that may be necessary for the Union Respondents to evaluate proposals made by the Debtors to the Union Respondents with respect to the subject matter of the 1113/1114 Motion and without relieving any party of any applicable obligation under Fed. R. Bankr. P. 7026, there shall be no further discovery with respect to the 1113/1114 Motion other than any depositions of witnesses for Respondents that were adjourned pursuant to prior meet and confer agreements among the Parties and the deposition of the Debtors' expert witness, Mr. Eisenberg, with respect to the rebuttal Declaration Of Randall S. Eisenberg In Support of the 1113/1114 Motion made on May 2, 2006 (Joint Trial Exhibit No. 23). Mr. Eisenberg's deposition shall be limited to three hours in duration, the scope of the deposition shall be consistent with the Court's ruling at the June 2, 2006 hearing, and Mr. Eisenberg's deposition shall be completed on or prior to July 24, 2006. Notwithstanding the foregoing, the Debtors and the Respondents may raise with the Court in a chambers conference, after meeting to try to resolve any dispute related thereto, a request for additional discovery in the light of a material change in circumstances with respect to the issues to be considered in connection with the 1113/1114 Motion.

Dated: New York, New York
June 13, 2006

/s/ ROBERT D. DRAIN

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT G

Contact	Company	Address 1	Address 2	City	State	Zip	PhoneNumber	Ext	Fax
Al Coven	UAW Local 699	1191 Bagley St		Saginaw	MI	48601	989-755-0569		989-753-6463
Bennie Calloway	UAW Local 2188	342 Perry House Rd.		Fitzgerald	GA	31750	229-423-6182		770-432-2673
Bill Riddle	UAW Local 659	1222 Glenwood		Flint	MI	48502			
Carl Kolb, Ted Williams	IUE-CWA Local 698	International Union of Electrical Workers	1001 Industrial Park Dr	Clinton	MS	39056-3211	601-925-2566		601-925-2581
Charles Scherer	IUOE 18S	12106 Rhodes Rd		Wayne	OH	43466			216-432-0370
Dan Riley	IBEW - Delphi E&C	7929 S. Howell Ave.	MC: 1-2	Oak Creek	WI	53154	414-768-3342		
Danny Baird	IUOE 101S	6601 Winchester		Kansas City	MO	64133			
Darel Green	UAW Local 1021	804 Meadowbrook Dr.		Olathe	KS	66062	913-782-3174		913-782-8478
Darrell Shepard	UAW Local 2157	4403 City View Dr.		Wichita Falls	TX	76305	940-855-1615		214-267-6565
David York	UAW Local 438	7435 S. Howell Ave.		Oak Creek	WI	53154	414-764-6650		414-762-2571
Dennis Bingham, Gary Adams	USW Local 87	21 Abbey Avenue		Dayton	OH	45417	937-268-6646	42	937-433-1770
Edwin Hill	IBEW	900 Seventh Street NW		Washington	DC	20001	202-833-7000		202-728-7676
Frank Andrews	UAW Local 686	524 Walnut St.		Lockport	NY	14094	716-433-6747		716-632-1797
Gary Resier	IUE-CWA Local 717	2950 Sierra Dr. NW		Warren	OH	44483	330-395-4875		330-395-4875
Henry Reichard	IUE-CWA Automotive Conf Board	2360 Dorothy Lane	Ste. 201	Dayton	OH	45439	937-294-7813		
Jack White	UAW Local 167	5545 Fieldstone Ct.		Middleville	MI	49333	616-245-1129		616-949-6866
James Clark	IUE-CWA Industrial Division	501 Third Street NW		Washington	DC	20001-2797	202-434-0656		202-434-1343
James Hurren	UAW Local 467	2104 Farmer St.		Saginaw	MI	48601	989-777-2630		989-753-6463
Jeff Curry	IAM District 10	1650 South 38th Street		Milwaukee	WI	53215	414-643-4334		
Joe Buckley	UAW Local 696	1543 Alwildy Ave		Dayton	OH	45408	937-228-2142		937-433-1770
John Clark	UAW Local 2031	5075 Belmere Dr.		Manitou Beach	MI	49253	517-263-4618		517-263-0015
John Huber	UAW Local 1097	221 Dewey Ave		Rochester	NY	14608			585-458-4360
Kizziah Polke	UAW Local 2083	c/o Delphi T & I Garry Gilliam		Cottondale	AL	35453	205-554-3181		
Larry Phillips	IUE-CWA Local 711	4605 Airport Rd.		Gadsden	AL	35904	256-413-4070		601-443-7697
Larry West	IUE-CWA Local 755	1675 Woodman Dr.		Dayton	OH	45432	937-253-4269		937-253-4269
Lattie Slusher	UAW Local 913	3114 S. Hayes Ave.		Sandusky	OH	44870	419-626-2897		419-893-4073
Leo W Gerard	United Steelworkers	Five Gateway Center		Pittsburg	PA	15222	412-562-2400		412-562-2484
Mark Proffitt	IUE-CWA Local 801	1250 W. Dorothy Lane	Suite 301	Dayton	OH	45439	937-224-7658		937-395-0078
Mark Sweazy	UAW Local 969	3761 Harding Dr.		Columbus	OH	43228	614-272-7597		937-433-1770
Mike Socha	IBEW - Delphi E&S	7929 S. Howell Ave.	MC: 1B01	Oak Creek	WI	53154	414-768-2733		
Randal Middleton	IBEW Local 663	W223 S8625 Chateau Lane		Big Bend	WI	53103	414-768-3342		262-662-0402
Richard Shoemaker	Vice-President GM Department	8000 E Jefferson		Detroit	MI	48214			313-823-6016
Rick Zachary	UAW Local 662	2715 Rangeline Dr.		Anderson	IN	46017	765-642-0231		317-247-8218
Rob Betts	UAW Local 2151	140 64th Ave.		Coopersville	MI	49404	616-837-7573		616-837-5876
Robert Thayer	IAM	9000 Machinists Place		Upper Marlboro	MD	20772-2687	301-967-4500		301-967-4572
Ron Gettelfinger	UAW President	8000 E Jefferson		Detroit	MI	48214			313-823-6016
Russ Reynolds	UAW Local 651	3518 Robert T. Longway Blvd.		Flint	MI	48506	810-742-7420		810-767-3206
Scott Painter	IUE-CWA Local 1111	1051 S. Rockerfeller Ave.		Ontario	CA	91761	909-390-6349		607-734-6444
Skip Dziedzic	UAW Local 1866	7435 S. Howell Ave.		Oak Creek	WI	53154	414-764-5420		414-762-2571
Sona Camp	UAW Local 292	1201 W. Alto Rd.		Kokomo	IN	46902	765-453-4600		
Steve Ishee	UAW Local 2190	1 Thames Ave.		Laurel	MS	39440	601-649-7414		615-443-7697
Terry Scruggs	UAW Local 2195	20564 Sandy Rd.		Tanner	AL	35671	265-353-7893		716-632-1797
Thomas Charles, James N. Glathar	IUOE 832S	3174 Brighton-Henrietta Town Line Rd.		Rochester	NY	14692			405-691-0857
Vincent Giblin	IUOE	1125 17th Street NW		Washington	DC	20036	202-429-9100		202-778-2688
William Humber	IUE-CWA Local 416	760 Jersey Avenue		New Brunswick	NJ	08901	732-246-3380		732-246-5121
ZebWells	IUE-CWA Local 718	925 Industrial Park Rd.		Brookhaven	MS	39601	601-833-0112		412-562-2429

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Cohen, Weiss & Simon LLP	Joseph J. Vitale	330 West 42nd Street		New York	NY	10036		212-356-0238	646-473-8238	jvitale@cwsny.com	Counsel for International Union, United Automobile, Aerospace and Agriculture Implement Works of America (UAW)
Electrical and Space Technicians Gorlick, Kravitz & Listhaus, P.C.	Kevin Dodd Barbara S. Mehlsack	13144 Prairie Ave 17 State Street	4th Floor	Hawthorne New York	CA NY	90250 10004		212-269-2500	310-219-3818 212-269-2540	bmehlsack@qklaw.com	Counsel for International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
Gratz, Miller & Brueggeman, S.C.	Jill M. Hartley	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	jh@previant.com	Counsel for International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
Gratz, Miller & Brueggeman, S.C.	Matthew R. Robbins	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	mrr@previant.com	Counsel for International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
Gratz, Miller & Brueggeman, S.C.	Timothy C. Hall	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	tch@previant.com	Counsel for International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
IAM & AW IBEW	Robert V Thayer Edwin D Hill	9000 Machinists Place 900 Seventh Street NW		Upper Marlboro Washington	MD DC	20772 20001			301-967-4572 202-728-7676		
International Union of Operating Engineers	Richard Griffin	1125-17th Avenue, N.W.		Washington	DC	20036		202-429-9100	202-778-2641	rgriffin@iuoe.org	Counsel for International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
Intl Union of Operating Engineers	Vincent J Giblin	1125 17th St NW		Washington	DC	20036			202-778-2688		
IUE-CWA	James D Clark	501 Third St NW	Sixth Fl	Washington	DC	20001			202-434-1343		
IUE-CWA	Peter Mitchell	501 Third St NW	Sixth Fl	Washington	DC	20001					
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EXHIBIT H

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EXHIBIT I

Hearing Date: June 19, 2006
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: (Jointly Administered)
Debtors. :
-----X

DEBTORS' OBJECTION TO MOTION OF AUTOMOTIVE TECHNOLOGIES
INTERNATIONAL, INC. FOR RELIEF FROM AUTOMATIC
STAY TO PROCEED WITH APPEAL OF PATENT LITIGATION

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this objection (the "Objection") to the motion of Automotive Technologies International, Inc. ("ATI") for relief from the automatic stay to proceed with appeal of patent litigation, dated June 1, 2006 (the "Motion") (Docket No. 3980). In support of the Objection, the Debtors respectfully represent as follows:

Preliminary Statement

1. By the Motion, ATI has asked the Court for relief from the automatic stay to adjudicate the ATI/BMW Appeal (defined below) to decision by the United States Court of Appeals for the Federal Circuit. This is the second time that ATI has requested this relief from this Court in the last three months. This appeal is in connection with an action commenced by ATI in calendar year 2001 in the United States District Court for the Eastern District of Michigan, alleging infringement of a patent relating to side impact sensors by Delphi, among others (the "Action"). Prior to the petition date, the district court trying the Action granted Delphi and the other defendants' motions for summary judgment and dismissed ATI's claims based on the court's finding of the invalidity of the patents at issue. ATI appealed the rulings in the Action to the Federal Circuit (the "ATI/BMW Appeal").

2. On March 22, 2006, ATI filed a motion for relief from the automatic stay, in which it requested, among other things, relief from the automatic stay to adjudicate the ATI/BMW Appeal (the "First Motion") (Docket No. 2928). At the time, however, ATI and Delphi, along with the approximately 25 other defendants in the underlying Action, had agreed to mediation as part of the Federal Circuit's voluntary

mediation program, and the Debtors and the parties were prepared to participate in the mediation process. At the hearing on the First Motion, this Court denied the relief requested by ATI¹ related to the ATI/BMW Appeal and stated that "if the mediation falls apart, then you could come back and convince me that, at that point, the Federal Circuit should deal with [the ATI/BMW Appeal] as . . . an expert court and dispose of it." Tr. Apr. 7, 2006, at 122:18-22.

3. Despite agreeing to mediate, ATI filed the present Motion on June 1, 2006, five days before the mediation was scheduled to take place. Even more damaging, in the Motion, ATI negatively characterized the status of negotiations and expressed its prophetic conviction of the mediations failure. The reality is that in the time between the hearing of the First Motion and the filing of this Motion, ATI did not contact the Debtors regarding this matter, except with regard to the scheduling of the June 6, 2006 mediation. Despite the mediation not even having taken place when the Motion was filed, ATI made the following statements in the Motion that expressed ATI's intention only to resolve the pending dispute in litigation notwithstanding the upcoming mediation:

- "Accordingly, given the passage of time and the utter stagnancy of any resolution of the remaining appeal, ATI renews its request for lift stay." Motion ¶ 1 (emphasis added).
- "As resolution has neither been approximated nor achieved, ATI renews its request for relief from the automatic stay to allow the ATI/BMI (sic) Appeal to advance before the Federal Circuit." Motion ¶ 4.
- "By the passage of time without progress toward resolution, it has become evident that there is no other means of concluding the ATI/BMW Appeal." Motion ¶ 6 (emphasis added).

¹ The Court entered an order stating that to the extent the automatic stay applied, the parties were permitted to mediate the claims related to the ATI/BMW Appeal (Docket No. 3200).

- "Despite this Court's prior instruction to Delphi and to ATI to first seek to settle or otherwise resolve the ATI/BMW Appeal through channels discussed on the record at a hearing on April 7, 2006, despite ATI's efforts, there has been no advancement toward any resolution of the ATI/BMW Appeal." Motion ¶ 17 (emphasis added).

4. Again, these statements were made by ATI before the June 6, 2006 mediation. Not surprisingly, the June 6, 2006 mediation did not result in a resolution of the claims underlying the ATI/BMW Appeal.² ATI's statements in their Motion (filed five days before mediation commenced) is not consistent with a party mediating in good faith. Even if ATI had a good faith intention to mediate, the filing of the Motion, which contains the above-referenced statements, before the mediation even occurred was likely to create an environment between the parties that was not conducive to a successful mediation. Thus, this Court should not reward ATI's conduct by granting this discretionary relief.

5. Moreover, the ATI/BMW Appeal will require significant management involvement and monetary resources to defend this matter. ATI seeks millions of dollars in damages from the Debtors and injunctive relief, prohibiting Delphi and others from using important vehicle safety devices. The ATI/BMW Appeal has not been briefed by any of the parties. As previously stated in the Debtors' response to the First Motion, the Debtors estimate the cost of briefing this ATI/BMW Appeal and defending at the Federal Circuit may exceed \$200,000.

6. It is important to note that if the Federal Circuit reverses the district court's summary judgment in favor of Delphi and the other defendants, the Action

² Because of a confidentiality provision in the rules governing the mediation program, the Debtors are not permitted to disclose anything that occurred during the mediation.

will return to the pre-trial stage of a highly complex litigation. Under such a scenario, the Debtors would be unnecessarily distracted throughout the reorganization, as well as drain resources that would otherwise be allocated to the administering of the estate. In order to properly defend the estate against ATI's claims, this would require resources from the Debtors that would otherwise be allocated to restructuring efforts.

7. Indeed, on March 31, 2006, the Debtors announced their strategy to prepare for their return to stable, profitable business operations through a broad-based global restructuring. In furtherance of the Debtors' restructuring efforts, on May 9, 2006, the hearing on the Debtors' motion for authority to reject U.S. labor agreements and to modify retiree benefits under sections 1113 and 1114 of the Bankruptcy Code commenced. Moreover, the Debtors expect to commence the hearing on their motion for authority to reject certain unprofitable supply contracts with General Motors Corporation ("GM") after the section 1113 and 1114 hearing has concluded. The Debtors are also preparing to implement other aspects of their transformation plan including streamlining the Debtors' product portfolio, transforming the Debtors' salaried workforce to ensure that the Debtors' organizational and cost structure is competitive, and devising a workable solution to the Debtors' current pension issues. The resolution of these matters, which will require the Debtors' undivided attention, is key to the Debtors' ability to complete its U.S.-based restructuring and emerge from chapter 11.

8. Accordingly, there is no good reason why the Debtors should now be forced to divert their attention from the immense tasks at hand to appease ATI in its attempt to resume the litigation related to its claim and collect any judgment from the Debtors. To permit adjudication of ATI's claims at this time would improperly prefer this

unsecured creditor over other holders of disputed, unliquidated claims and would encourage other similarly situated parties to follow suit. Because the Debtors are parties to more than two hundred active and threatened lawsuits throughout the country, if the automatic stay is lifted for ATI, the Debtors could be inundated with similar motions from numerous litigation claimants. This would force the Debtors to reallocate needed resources to defend against numerous motions to modify the automatic stay rather than focus on restructuring efforts to emerge from chapter 11 as soon as possible.

Argument

9. The automatic stay imposed by section 362 of the Bankruptcy Code is one of the most fundamental and significant protections that the Bankruptcy Code affords a debtor. Midlantic Nat'l Bank v. N.J. Dep't of Env't'l. Prot., 474 U.S. 494, 503 (1986); see also In re Drexel Burnham Lambert Group Inc., 113 B.R. 830, 837 (Bankr. S.D.N.Y. 1990) ("[A]utomatic stay is key to the collective and preservative nature of a bankruptcy proceeding."). The automatic stay is designed to, among other purposes, give the debtor a "breathing spell" after the commencement of a chapter 11 case and shield the debtor from creditor harassment and a multitude of litigation in a variety of forums at a time when the debtor's personnel should be focusing on restructuring. See Taylor v. Slick, 178 F.3d 698, 702 (3d Cir. 1999), cert. denied, 528 U.S. 1079 (2000); In re Enron Corp., 300 B.R. 201 (Bankr. S.D.N.Y. 2003).

10. The automatic stay broadly extends to all matters that may have an effect on a debtor's estate, enabling bankruptcy courts to ensure that debtor has the opportunity to rehabilitate and reorganize its operations. See Manville Corp. v. Equity Sec. Holders Comm. (In re Johns-Manville Corp.), 801 F.2d 60, 62–64 (2d Cir. 1986);

see also Fid. Mortgage Investors v. Camelia Builders, Inc., 550 F.2d 47, 53 (2d Cir.

1976) ("Such jurisdiction is necessary 'to exclude any interference by the acts of others or by proceedings in other courts where such activities or proceedings tend to hinder the process of reorganization.'") (citation omitted); AP Indus. Inc. v. SN Phelps & Co. (In re AP Indus., Inc.), 117 B.R. 789, 798 (Bankr. S.D.N.Y. 1990) ("The automatic stay prevents creditors from reaching the assets of the debtor's estate piecemeal and preserves the debtor's estate so that all creditors and their claims can be assembled in the bankruptcy court for a single organized proceeding.").

11. Section 362(d)(1) of the Bankruptcy Code provides that the court may grant relief from the automatic stay "for cause." In Sonnax Indus. v. Tri Component Prods. Corp. (In re Sonnax Indus.), 907 F.2d 1280, 1285 (2d Cir. 1990), the Court of Appeals explained the burden-shifting regime on a motion to modify the automatic stay:

The burden of proof on a motion to lift or modify the automatic stay is a shifting one. Section 362(d)(1) requires an initial showing of cause by the movant, while Section 362(g) places the burden of proof on the debtor for all issues other than "the debtor's equity in property," 11 U.S.C. § 362(g)(1). See 2 Collier on Bankruptcy ¶ 362.10, at 362–76. If the movant fails to make an initial showing of cause, however, the court should deny relief without requiring any showing from the debtor that it is entitled to continued protection.

12. "If the movants fail to make an initial showing of cause . . . the court should deny relief without requiring any showing from the debtor that it is entitled to continued protection." In re Sonnax Indus., 907 F. 2d at 1285; see also In re Metro Transp. Co., 82 B.R. 351, 353 (Bankr. E.D. Pa. 1988) (noting that unsecured creditors face difficult task of producing evidence to establish balance of hardships tips in their favor to obtain stay relief). Moreover, during the period when debtors still retain the

exclusive right to formulate a plan of reorganization, "an unsecured, unliquidated claim holder should not be permitted to pursue litigation against the debtor in another court unless extraordinary circumstances are shown." See In re Pioneer Commercial Funding Corp., 114 B.R. 45, 48 (Bankr. S.D.N.Y. 1990). As more fully described below, ATI has failed to show extraordinary cause sufficient to obtain relief from the automatic stay to proceed with its litigation. The failure of ATI to satisfy its burden to show cause is sufficient grounds to deny its Motion.

13. This Court is given sound discretion to evaluate the propriety of lifting the stay under the circumstances. In re Sonnax Indus., 907 F.2d at 1288. Courts have traditionally used multifactor tests to determine whether cause exists to modify or lift the automatic stay. The Second Circuit has used a twelve-factor lift stay test articulated in the Sonnax decision. In re Sonnax sets forth the following list of twelve factors that should be considered when deciding whether the stay should be lifted to allow litigation against a debtor to continue in another forum:

(1) whether relief would result in a partial or complete resolution of the issues; (2) lack of any connection with or interference with the bankruptcy case; (3) whether the other proceeding involves the debtor as a fiduciary; (4) whether a specialized tribunal with the necessary expertise has been established to hear the cause of action; (5) whether the debtor's insurer has assumed full responsibility for defending it; (6) whether the action primarily involves third parties; (7) whether litigation in another forum would prejudice the interests of other creditors; (8) whether the judgment claim arising from the other action is subject to equitable subordination; (9) whether movant's success in the other proceeding would result in a judicial lien avoidable by the debtor; (10) the interests of judicial economy and the expeditious and economical resolution of litigation; (11) whether the parties are ready for trial in the other proceeding; and (12) impact of the stay on the parties and the balance of harms.

14. Id. at 1286. See also In re Curtis, 40 B.R. 795, 799–800 (Bankr. D. Utah 1984). All twelve factors will not be relevant in every case, Mazzeo v. Lenhart (In

re Mazzeo), 167 F.3d 139, 143 (2d Cir. 1999), nor must the Court afford equal weight to each of the twelve factors. See Burger Boys, Inc. v. S. St. Seaport Ltd. P'ship (In re Burger Boys, Inc.), 183 B.R. 682, 688 (S.D.N.Y. 1994).

15. As more fully described below, ATI has failed in showing any cause, let alone extraordinary cause sufficient to obtain relief from the automatic stay at this stage of the Debtors' chapter 11 cases to proceed with the ATI/BMW Appeal. The failure of ATI to satisfy its burden to show cause is sufficient grounds to deny the Motion. Even if ATI provides some evidence to satisfy cause, this Court is given sound discretion to evaluate the appropriateness of lifting the stay under the circumstances. In re Sonnax Indus., 907 F.2d at 1288. Given the fact that ATI gave short shrift to mediating (and the consequent disregard for judicial economy) as evidenced by the filing of this Motion before the mediation even occurred, the Court should not reward ATI with this discretionary relief.

I. The Competing Interests Of The Debtors
Greatly Outweigh ATI's Interest

A. The Balance Of Harms Weighs In The Favor Of The Debtors

16. The Debtors and their estates would be prejudiced if the automatic stay were modified to permit the ATI/BMW Appeal to proceed at this point in these chapter 11 cases. The Claimants have consciously disregarded the current intensity of these cases. The Debtors are in the midst of critical negotiations with their unions and GM to address numerous issues regarding U.S. legacy liabilities and operational restrictions driven by collective bargaining agreements. In furtherance of these efforts, and as stated above, the Debtors commenced the prosecution of their motion under sections 1113 and 1114 of the Bankruptcy Code seeking authority to reject U.S. labor

agreements. In addition, the Debtors also intend to appear before the Bankruptcy Court to prosecute their motion to reject unprofitable supply contracts with GM.

17. Allowing ATI to proceed with the appeal of the ATI/BMW Appeal, which is in its infancy, will distract the Debtors from these critical issues and will thus cause significant prejudice. In re U.S. Brass Corp., 173 B.R. 1000, 1006 (Bankr. E.D. Tex. 1994) ("When balancing the hardships in lifting the stay, the most important factor is the effect of such litigation on the administration of the estate; even slight interference with the administration may be enough to preclude relief.") (citing In re Curtis, 40 B.R. 795, 806 (Bankr. D. Utah 1984)). Clearly, the purpose of the automatic stay is to allow the Debtors breathing space to avoid spending the Debtors' and the estates' time and resources on briefing and arguing the appeal of a very significant matter to the Debtors.

18. In stark contrast to the substantial prejudice that the Debtors would suffer, ATI cannot show that they would be prejudiced if the Motion was denied. Even if alternative dispute resolution is no longer a viable option to resolve ATI's alleged claims, ATI simply would experience the creditor delay that is inherent in the bankruptcy process, and is an unavoidable—and intended—consequence of the automatic stay. Accordingly, the automatic stay should not be modified to permit ATI to prosecute the ATI/BMW Appeal at this time.

B. Relief From The Stay Will Interfere With The Debtors' Cases And Will Not Allow For An Economical Resolution To The Action

19. The Debtors will be prejudiced if the stay is lifted and ATI is allowed to continue with prosecution of the ATI/BMW Appeal at this critical stage of the Debtors' cases. Due to the nature of the action and the potential liability, the cost of

defending the ATI/BMW Appeal, which is still in its early stages, is extremely expensive. Moreover, contrary to ATI's allegations, even if the Federal Circuit were to reverse the district court's summary judgment in favor of Delphi and other defendants, such reversal would not "inherently lead" to liquidation of ATI's claims. See Motion ¶ 16. Indeed, even if the summary judgment ruling were reversed, the Action, a patent infringement case involving approximately 25 defendants simply would return to the pre-trial stages of litigation. At this time, only the liability portion of discovery has been completed. If ATI subsequently returned to this Court for additional relief from the automatic stay and the Action were to proceed forward, there would be numerous additional dispositive motions filed regarding liability.³ Additionally, the damages and expert portion of discovery has not even begun. Given that the ATI/BMW is still in its infancy stages and the pre-trial phase of the Action is nowhere near complete, the relief requested in the Motion would not lead to a rapid or economical resolution of the issues between ATI and Delphi.

20. In addition to the reasons set forth above, the Debtors are parties to more than two hundred active and threatened lawsuits across the country. Lifting the automatic stay for ATI presumably would encourage other parties with litigation claims against the Debtors, to seek similar relief, thereby forcing the Debtors to defend against dozens of motions to modify the automatic stay. This result would be contrary to the fundamental principles set forth by Congress as a basis for the automatic stay. See, e.g., LTV Steel Co. v. Bd. of Educ. (In re Chateaugay Corp.), 93 B.R. 26, 30 (S.D.N.Y. 1988)

³ Depending on the basis of the Federal Circuit's decision, Delphi and/or other defendants or ATI may also move the District Court to reopen aspects of liability discovery so that the parties may seek new discovery to address points addressed by the Federal Circuit.

(noting that automatic stay is intended to prevent "chaotic and uncontrolled scramble for the debtor's assets in a variety of uncoordinated proceedings in different courts"); Midlantic Nat'l Bank, 474 U.S. at 503; In re Drexel Burnham Lambert Group, Inc., 113 B.R. at 837. Therefore, ATI should not be allowed at this time to lift the stay and proceed with its litigation against the Debtors.

C. The Debtors Do Not Have Insurance
To Cover Claims Of The Nature Asserted In The Action

21. The Debtors would be prejudiced if the stay is lifted and ATI is allowed to continue with prosecution of the ATI/BMW Appeal. In addition to the reasons stated above, the Debtors do not have insurance to cover the liability associated with the Action. All costs associated with defending the actions and the ATI/BMW Appeal and any liability that may ultimately arise on account of the Action would be borne directly by the Debtors and their estates. Accordingly, the automatic stay should not be modified to permit ATI to prosecute the ATI/BMW Appeal at this time.

II. The Fundamental Purpose Of The Automatic Stay
Would Be Violated If The Stay Were Modified

22. The fundamental purpose of the stay imposed by section 362(a)(i) of the Bankruptcy Code is to provide a debtor with a breathing spell, by giving the debtor the time and an opportunity "to attempt a repayment or reorganization plan." Borman v. Raymark Indus., 946 F.2d 1031, 1033 (3d Cir. 1991) (quoting H.R. Rep. No. 95-595, 95th Cong., 1st Sess. 340 (1977)). Section 362(a)(i), therefore, stays pending prepetition litigation to "forestall the depletion of the debtor's assets due to legal costs in defending proceedings against it," and "avoid interference with the . . . rehabilitation of the debtor."

Borman, 946 F.2d at 1036 (quoting Association of St. Croix Condominium Owners v. St. Croix Hotel Corp., 682 F.2d 446, 448 (3d Cir. 1982)).

23. ATI seeks to force the Debtors to proceed with a potentially time-consuming and costly appeal. Now is simply not the right time. The Debtors' management and in-house legal team are now in a critical period with their unions and GM to address numerous issues regarding their collectively bargained agreements and their supply contracts. Moreover, the Debtors' management and in-house legal team, in particular, are already taxed with the responsibility of managing the active developments in these chapter 11 cases. During this critical period, the Debtors' management should be allowed to focus on the touchstone issues in these cases. Modification of the automatic stay at this critical stage of these cases to allow ATI to prosecute the ATI/BMW Appeal would force the Debtors to divert their attention from the key issues that require all of their time and energy.

Conclusion

24. A balancing of the competing interests of the Debtors and ATI demonstrates that the automatic stay should not be modified to permit ATI to proceed with the ATI/BMW Appeal at this critical stage of these chapter 11 cases. ATI fails to meet the burden of establishing that sufficient cause exists to lift the automatic stay and fails the Sonnax test. Moreover, even if ATI can put forth some evidence of cause, ATI should not be rewarded for destroying almost any hope for the parties to resolve their issues through mediation by filing the Motion before the mediation occurred.

Notice

25. Notice of this Objection has been provided in accordance with the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, entered May 19, 2006 (Docket No. 3824). The Debtors submit that no other or further notice is necessary.

Memorandum Of Law

26. Because the legal points and authorities upon which this Objection relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (i) denying the Motion and (ii) granting the Debtors such other and further relief as is just.

Dated: New York, New York
June 13, 2006

SKADDEN, ARPS, SLATE, MEAGHER
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